

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

SEAT SACK, INC.,

Plaintiff,

-against-

CHILDCRAFT EDUCATION CORP.; US OFFICE
PRODUCTS COMPANY; US OFFICE
PRODUCTS NORTH ATLANTIC DISTRICT,
INC.; and SCHOOL SPECIALTY, INC.,

Defendants.

-----X

REPLY

07-CV-3344
(RJH)(DFE)

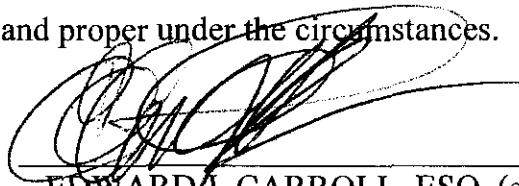
Plaintiff, Seat Sack Inc., by its attorney, Edward J. Carroll, Esq. in reply to the counterclaims set forth in defendants', Childcraft Education Corp., ("Childcraft") and School Specialty, Inc., ("School Specialty") Answer and Counterclaims, respectfully sets forth and alleges as follows:

1. Denies each and every allegation contained in paragraphs 9, 10 and 11, of defendants' Answer and Counterclaims.
2. Denies knowledge and information contained in paragraphs 2, of defendants' Answer and Counterclaims.

WHEREFORE, plaintiff demands judgment against defendants, Childcraft Education Corp., ("Childcraft") and School Specialty, Inc., ("School Specialty") dismissing defendants' Answer and Counterclaims in favor of plaintiff and against

defendants as set forth in its Verified Complaint, together with such other and further relief as to the Court may seem just and proper under the circumstances.

Dated: May 21, 2007



EDWARD J. CARROLL, ESQ. (ec6937)
Attorney for Plaintiff
2733 Route 209
Kingston, New York 12401
(845) 338-5977

TO: ORRICK, HERRINGTON & SUTCLIFFE, LLP
Attorneys for Defendants - Childcraft Education Corp., and School
Specialty, Inc.
Att: Richard W. Mark, Esq., (RM6884)
666 Fifth Avenue
New York, New York 10103

YOUNG, CONAWAY, STARGATT & TAYLOR, LLP
Attorneys for Defendants - US Office Products Company and US Office
Products North Atlantic District, Inc.
Att: Sean M. Beach, Esq.
P.O. Box 391
Wilmington, Delaware 19899-0391